



9883-F  
9883-G  
9883-H

## FUNDING SYSTEMS RAILCARS INC.

ONE THOUSAND RIDC PLAZA • PITTSBURGH, PA. 15238 • (412) 963-9870 • TELEX: 866405 FUNDSYSTEM

RECORDATION NO. 9883-F, G, H Filed 1425

Respond To: AUG 12 1980 - 1 25 PM August 12, 1980  
INTERSTATE COMMERCE COMMISSION

C-225A040

Interstate Commerce Commission  
Washington, DC 20423

No.

Date AUG 12 1980

ATTENTION: Secretary

Fee \$ 70.00

ICC Washington, D. C.

Dear Sir:

It is hereby respectfully requested that the following documents be recorded pursuant to the provisions of the Interstate Commerce Act:

(1) Amendment to Security Agreement dated as of July 1, 1980 between Funding Systems Railcars, Inc. as Debtor and International Paper Credit Corporation as Secured Party (which amends that certain Security Agreement dated as of December 28, 1978 which was originally filed with the Interstate Commerce Commission on December 28, 1978 at Recordation No. 9883-C;

(2) Amendment to Lease and Management Agreement dated as of July 1, 1980 between Funding Systems Railcars, Inc. as lessor and Upper Merion and Plymouth Railroad Company (which amends that certain Lease and Management Agreement dated as of November 24, 1978 which was originally filed with the Interstate Commerce Commission on December 4, 1978 at Recordation No. 9883-A); and

(3) Sublease and Management Agreement dated as of July 1, 1980 between Upper Merion and Plymouth Railroad Company as lessor and Wisconsin & Southern Railroad Co. as lessee.

### General Description of Equipment:

One Hundred (100) 50'-6", 70 ton boxcars currently bearing the following road numbers:

PT 201148 - PT 201157 (inclusive)  
NSL 150413 - NSL 150437 (inclusive)  
NSL 151250 - NSL 151302 (inclusive)  
NSL 156046 - NSL 156057 (inclusive)

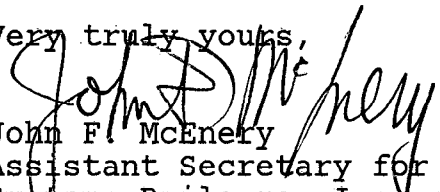
Counterparts - C.T. Koppelman

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I.C.C.  
FEE OPERATION BR.

some or all of which may be changed to:

WSOR 201148 - WSOR 201157 (inclusive)  
WSOR 150413 - WSOR 150437 (inclusive)  
WSOR 151250 - WSOR 151302 (inclusive)  
WSOR 156046 - WSOR 156057 (inclusive)

Very truly yours,

  
John F. McEnery  
Assistant Secretary for Funding  
Systems Railcars, Inc. and  
Assistant Secretary for Upper  
Merion and Plymouth Railroad  
Company

W/M11

August 11, 1980

**Interstate Commerce Commission**  
Washington, D.C. 20423

OFFICE OF THE SECRETARY

John F. McNery  
Funding Systems Railcars Inc.  
One Thousand Rice Plaza  
Pittsburgh, PA. 15238

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on August 11 at 1:25 pm, and assigned recordation number(s). 9883-F,G and H

Sincerely yours,

*Agatha L. Mergenovich*  
Agatha L. Mergenovich  
Secretary

Enclosure(s)

AUG 12 1980 - 1 250AM

INTERSTATE COMMERCE COMMISSION  
AMENDMENT TO LEASE AND MANAGEMENT AGREEMENT

THIS AMENDMENT is dated as of the 1st day of July, 1980 and amends that certain Lease and Management Agreement dated as of the 24th day of November, 1978 (the "Lease Agreement") between FUNDING SYSTEMS RAILCARS, INC. (the "Lessor") and UPPER MERION AND PLYMOUTH RAILROAD COMPANY (the "Lessee").

WHEREAS, the parties hereto are parties to the Lease Agreement which was filed with the Interstate Commerce Commission at Recordation Number 9883-A on December 4, 1978; and

WHEREAS, the parties hereto now desire to amend the Lease Agreement as hereinafter provided.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereto do hereby agree as follows:

1. Equipment. The Lease Agreement pertains to certain railroad boxcars (the "Equipment") more fully described on Schedule A to the Lease Agreement, bearing the following equipment numbers:

PT 201148 - PT 201157 (inclusive)  
NSL 150413 - NSL 150437 (inclusive)  
NSL 151250 - NSL 151302 (inclusive)  
NSL 156046 - NSL 156057 (inclusive)

The parties hereto agree that the Lessee may change the equipment numbers on the Equipment and that the Lease Agreement and Schedule A thereto are hereby amended to include not only the Equipment bearing the numbers referred to above, but also the Equipment which may, from time to time, bear the following numbers:

WSOR 201148 - WSOR 201157 (inclusive)  
WSOR 150413 - WSOR 150437 (inclusive)  
WSOR 151250 - WSOR 151302 (inclusive)  
WSOR 156046 - WSOR 156057 (inclusive)

2. Termination. The parties hereto agree that the Lessee shall have the right, from time to time, to terminate that certain Sublease and Management Agreement dated as of November 24, 1978 between Lessee as Sublessor and National Railway Utilization Corporation ("NRUC") as manager (the "NRUC Agreement") as to any and all of the Equipment and to release and discharge NRUC from any and all of its obligations thereunder, provided however, that any item of Equipment, as to which the NRUC Agreement is to be terminated, must simultaneously be accepted by Wisconsin & Southern Railroad Co. ("W&SR") pursuant to that certain Sublease and Management Agreement dated as of July 1, 1980 between Lessee and W&SR (the "W&SR Sublease").

3. Additional Documents. The Lessee hereby agrees to execute and deliver to the Lessor such additional documentation as the Lessor may reasonably request in order to complete the transactions contemplated by this Amendment.

4. Further Modifications. Except as expressly set forth herein, the Lease Agreement shall remain in full force and effect, unamended and unmodified.

5. Assignment. The Lessee hereby assigns, transfers and sets over to the Lessor, its successors and assigns, all of Lessee's right, title and interest in and to the W&SR Sublease including any and all sums due and payable thereunder.

IN WITNESS WHEREOF, the Lessor and the Lessee have executed this Amendment as of the day and year first above written.

WITNESS:

Donald F. Roubicek

FUNDING SYSTEMS RAILCARS, INC.

By

John F. McEnery  
Title: JOHN F. McENERY  
ATTORNEY-IN-FACT

WITNESS:

Donald F. Roubicek

UPPER MERION AND PLYMOUTH RAILROAD  
COMPANY

By

John F. McEnery  
Title: JOHN F. McENERY  
ATTORNEY-IN-FACT

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STATE OF PENNSYLVANIA

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)SS:  
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COUNTY OF ALLEGHENY

On this 9<sup>th</sup> day of July, 1980, before me, personally appeared John F. McEnery to me personally known, who being by me duly sworn, says that he is attorney-in-fact of Funding Systems Railcars, Inc. that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

*Patricia L. Hines*

Notary Public

(SEAL)

PATRICIA L. HINES, NOTARY PUBLIC  
PITTSBURGH, ALLEGHENY COUNTY  
MY COMMISSION EXPIRES OCT. 6, 1980  
Member, Pennsylvania Association of Notaries

STATE OF PENNSYLVANIA

)  
)SS:  
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COUNTY OF ALLEGHENY

On this 9<sup>th</sup> day of July, 1980, before me, personally appeared John F. McEnery to me personally known, who being by me duly sworn, says that he is attorney-in-fact of Upper Merion and Plymouth Railroad Company that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

*Patricia L. Hines*

Notary Public

(SEAL)

PATRICIA L. HINES, NOTARY PUBLIC  
PITTSBURGH, ALLEGHENY COUNTY  
MY COMMISSION EXPIRES OCT. 6, 1980  
Member, Pennsylvania Association of Notaries